

EXHIBIT 76-12

EXHIBIT 76-12

**DECLARATION OF GENE TOSTI IN SUPPORT OF
DEFENDANTS' OPPOSITION TO PLAINTIFF'S MOTION
FOR SUMMARY JUDGMENT**

I, Gene Tosti, declare, under penalty of perjury under the laws of the State of Nevada, as follows:

1. I am the former director of development for Trade Show Services, LTD., d/b/a Pro-Tect Security's ("**Pro-Tect**").
2. I worked for Pro-Tect for approximately 6 years, beginning in 2010 and continuing until 2015.
3. Pro-Tect's business is in providing security services, such as armed guard patrols and escorts.
4. In approximately 2012, Pro-Tect first met with Integrated Systems Improvement Services, Inc., d/b/a/ Special Intelligence Services ("**SIS**") and discussed acting as a subcontractor for SIS.
5. Sometime in 2014, Pro-Tect learned from SIS about a proposed project to construct a new resort/arena on the north end of the Las Vegas Strip (the "**All Net Project**").
6. Pro-Tect was eager to get involved in the All Net Project because of its potential to turn into a major source of revenue once the project started in earnest.
7. During my time employed by Pro-Tect, Pro-Tect (including its President, Leslie Bruno) fully understood that the All Net Project had not yet received funding, and that Pro-Tect would not be compensated for any services provided on the All Net Project unless and until funding was secured.
8. Pro-Tect had multiple communications with SIS wherein SIS made it clear that none of the contractors/subcontractors would get paid unless and until the All Net Project was funded.
9. One such communication was an email exchange between myself, Luis Vega, and Don Wright in October 2014. ECF 76-1 is a true and correct copy of the email exchange.
10. In that email exchange, Luis told me "I will not move forward and waste more money until the funding comes in. Gene you are more than welcome to accompany Don but I would not waste the resources until the funding comes in." See ECF 76-1 at p. SIS 66.

1 11. I responded by saying "Ok we understand and are willing to supply five of our EP to work . . .
2 . We understand that the funding is not available yet. We're willing to support the project and
3 move forward as planned." See ECF 76-1 at p. SIS 66.

4 12. As evidenced by the email exchange, Pro-Tect was willing to provide services on the All Net
5 Project, even at the risk of not getting paid, because of the potential that it would lead to
6 significant revenue down the road.

7 13. Doing work without payment in the hopes of receiving future revenue was not an unheard of
8 occurrence at Pro-Tect. During my time with Pro-Tect, the company also provided
9 approximately two years of personal security for MMA fighters Tito Ortiz and Cris Cyborg
10 without payment. Like the All Net Project, Pro-Tect was willing to provide these services
11 without payment as a calculated investment in the hopes that Pro-Tect would be able to secure
12 a long-term contract in the future.

13 14. I make this Declaration freely and of my own free will and choice and I declare under penalty
14 of perjury under the law of the State of Nevada that the foregoing is true and correct

15 DATED: July 9, 2019

16 
17 Gene Tosti